

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 17, 1998

Registration No. 333-39431

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ASPEN TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

MASSACHUSETTS	04-2739697
(State or other jurisdiction	(I.R.S. employer
of incorporation or organization)	identification number)

TEN CANAL PARK
CAMBRIDGE, MASSACHUSETTS 02141
(617) 577-0100
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

LAWRENCE B. EVANS
Chairman of the Board and Chief Executive Officer
ASPEN TECHNOLOGY, INC.
Ten Canal Park
Cambridge, Massachusetts 02141
(617) 577-0100
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

STEPHEN J. DOYLE, ESQ.
Vice President, General Counsel, Chief
Legal Officer and Clerk
ASPEN TECHNOLOGY, INC.
Ten Canal Park
Cambridge, Massachusetts 02141

MARK L. JOHNSON, ESQ.
FOLEY, HOAG & ELIOT LLP
One Post Office Square
Boston, Massachusetts 02109

The Registrant hereby withdraws from registration a total of 166,359 shares of its common stock, \$.10 par value, registered pursuant to its Registration Statement on Form S-3 (registration number 333-39431). The shares being withdrawn were registered for sale from time to time by certain selling stockholders (as named in such Registration Statement) and have not been sold as of the time of filing of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Massachusetts, on this thirteenth day of February, 1998.

ASPEN TECHNOLOGY, INC.

By: /s/ Stephen J. Doyle

 Stephen J. Doyle
 Vice President, General Counsel, Chief Legal
 Officer and Clerk

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed on this thirteenth day of February, 1998 by the following persons in the capacities indicated.

SIGNATURE -----	TITLE -----
* ----- LAWRENCE B. EVANS	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
* ----- MARY A. PALERMO	Executive Vice President, Finance and Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)
* ----- JOSEPH F. BOSTON	Director
* ----- GRESHAM T. BREBACH, JR.	Director
* ----- DOUGLAS R. BROWN	Director
* ----- JOAN C. MCARDLE	Director
* ----- ALISON ROSS	Director
*By /s/ Stephen J. Doyle ----- STEPHEN J. DOYLE Attorney-in-fact	